

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., *et al.*,

Debtors.

Case No. 01-01139 (KJC)

Chapter 11

Jointly Administered

NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS

PLEASE TAKE NOTICE that, by this notice of appearance (the “Notice of Appearance”), the firm listed below hereby appears in the above-captioned cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) as counsel for Honeywell International, Inc., (“Honeywell”) pursuant to Rules 2002, 9007, and 9010 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Bankruptcy Code section 342, and hereby requests that all notices given or required to be served in the above-captioned cases, whether written or oral, and all papers served in these cases be given to or served upon:

POLSINELLI PC
Attention: Justin Edelson
222 Delaware Avenue, Suite 1101
Wilmington, Delaware 19801
Telephone: (302) 252-0920
Facsimile: (302) 252-0921
Email: jedelson@polsinelli.com

-AND-

MCDERMOTT WILL & EMERY LLP
Attention: Peter John Sacripanti
Attention: John J. Calandra
Attention: Darren Azman
340 Madison Avenue
New York, New York 10173-1922
Telephone: (212) 547-5400
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PLEASE TAKE FURTHER NOTICE that this request includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, all orders, notices, applications, motions, petitions, pleadings, requests, complaints, demands, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand delivery, telephone, electronic or computer means, facsimile transmission, telegraph, telex, or otherwise that (i) affect the above-captioned debtors (the “Debtors”), any property of the Debtors, or any property in which the Debtors hold an interest; and/or (ii) affect or seek to affect in any way any rights or interest of any party in interest in this proceeding.

PLEASE TAKE FURTHER NOTICE that this Notice of Appearance shall not be deemed or construed to be a waiver of the rights of Honeywell (i) to have final orders in noncore matters entered only after *de novo* review by a United States District Court, (ii) to trial by jury in any proceeding so triable in these cases or in any controversy or proceeding related to these cases, (iii) to have the United States District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (iv) any other rights, claims, actions, setoffs, or recoupments to which Honeywell is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved.

Dated: June 30, 2016
Wilmington, Delaware

POLSINELLI PC

/s/ Justin Edelson
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